

705463

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MERGER OR SHARE EXCHANGE
United Cerebral Palsy of Northwest Florida, Inc.

Certificate of Status	0
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ARTICLES OF MERGER

Pursuant to the provisions of Section 817.1105, *Florida Statutes (2009)*, these Articles of Merger are entered into and adopted by and between **CHILDREN'S SERVICES CENTER, INC.**, a Florida corporation not for profit (hereinafter referred to as "CSC"), and **UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC.**, a Florida corporation not for profit (hereinafter referred to as "UCP"), for the purpose of merging them into one of such entities.

1. CSC is a corporation not for profit organized and existing under the laws of the State of Florida (document number N08000008584).

2. UCP is a corporation not for profit organized and existing under the laws of the State of Florida (document number 705463).

3. CSC and UCP have adopted the attached Plan of Merger, reflecting UCP as the surviving entity.

4. The Plan of Merger was adopted by the sole Member and the Board of Directors of CSC on September 30, 2008, with the number of votes cast by the sole Member and the Board of Directors being sufficient for approval.

5. The Plan of Merger was adopted by the Board of Directors of UCP on September 16, 2008, with the number of votes cast by the Board of Directors being sufficient for approval. There are no members of UCP entitled to vote on the Plan of Merger.

6. The effective date of the merger for tax and accounting purposes shall be opening of business October 1, 2008.

Dated this 19 day of February, 2010.

CHILDREN'S SERVICES CENTER, INC.,
a Florida corporation not for profit

By: [Signature]
Print Name: Dr. Sherry A. White
Its: President / CEO

**UNITED CEREBRAL PALSY
OF NORTHWEST FLORIDA, INC.**
a Florida corporation not for profit

By: [Signature]
Print Name: Dr. Sherry A. White
Its: President / CEO

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PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between **CHILDREN'S SERVICES CENTER, INC.**, a Florida corporation not for profit (hereinafter referred to as "CSC"), and **UNITED CEREBRAL PALSY OF NORTHWEST FLORIDA, INC.**, a Florida corporation not for profit (hereinafter referred to as "CSC").

A. CSC is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 2912 North "E" Street, Pensacola, Florida 32501.

B. UCP is a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at 2912 North "E" Street, Pensacola, Florida 32501.

C. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations that CSC be merged into UCP pursuant to the provisions of Sections 617.1101 et seq. of the *Florida Statutes*, with UCP being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, IT IS AGREED AS FOLLOWS:

Section 1. Merger. CSC shall merge with and into UCP, and UCP shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of CSC shall cease and UCP shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of CSC without the necessity for any separate transfer. UCP shall thereafter be responsible for all of the liabilities and obligations of CSC and neither the rights of creditors nor any liens on the property of CSC shall be impaired by the merger.

Section 3. Changes in Articles of Incorporation of UCP. The Articles of Incorporation of UCP, the surviving corporation, shall continue to be its Articles of Incorporation following the effective date of the merger.

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Section 4. Changes in Bylaws of UCP. The Bylaws of UCP, the surviving corporation, shall continue to be its Bylaws following the effective date of the merger, unless and until subsequently revised in accordance with the Articles of Incorporation and the Bylaws of UCP.

Section 5. Directors and Officers. The members of the Executive Committee of the Board of directors and the officers of UCP, the surviving corporation, as of January 1, 2010, shall be as follows:

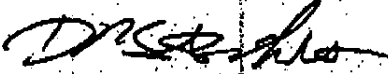
President:	Dr. Sherry A. White
Chairman/Director:	Anna M. Barbee
Vice Chair/Director:	W. Brad Huggins
Treasurer/Director:	John Asmar
Secretary/Director:	Barry Lintner
Director:	Ralsa Overstreet
Director:	Michelle W. Fielder
Past Chair	J. Ben Renfro, M.D.

Section 6. Effective Date of Merger. The effective date of this merger for tax and accounting purposes shall be opening of business October 1, 2008.

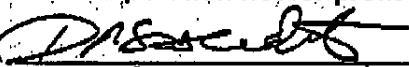
Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated this 19 day of February, 2010.

CHILDREN'S SERVICES CENTER, INC.,
a Florida corporation not for profit

By: 
Print Name: Dr. Sherry A. White
Its: President / CEO

UNITED CEREBRAL PALSY
OF NORTHWEST FLORIDA, INC.
a Florida corporation not for profit

By: 
Print Name: Dr. Sherry A. White
Its: President / CEO

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